



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 4
ATLANTA FEDERAL CENTER
61 FORSYTH STREET
ATLANTA, GEORGIA 30303-8960

JUL 16 2012

GENERAL NOTIFICATION, INVITATION TO CONDUCT REMOVAL, and
INFORMATION REQUEST LETTER
URGENT LEGAL MATTER PROMPT REPLY NECESSARY
OVERNIGHT MAIL: RETURN RECEIPT REQUESTED or CERTIFIED MAIL

USP Holdings, Inc.
Corporation Trust Company
Registered Agent for Service
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

Re: Southside Chattanooga Lead Superfund Site in Chattanooga, Hamilton County,
Tennessee

Dear Sir or Madam:

The purpose of this letter is to notify USP Holdings, Inc. (the Company), successor-in-interest to the United States Pipe and Foundry Company, LLC (US Pipe), of its potential liability associated with the above-referenced Site, pursuant to Section 107(a) of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), (commonly known as the federal Superfund law). This letter also notifies the Company of forthcoming removal activities at the Site and requests that it, as a successor to US Pipe, perform or finance such activities and respond to the enclosed Information Request.

The U.S. Environmental Protection Agency is responsible for responding to the release or threat of release of hazardous substances, pollutants or contaminants into the environment, that is for stopping further contamination from occurring and for cleaning up or otherwise addressing any contamination that has already occurred. The EPA has documented that such a release has occurred at the Southside Chattanooga Lead Superfund Site in Chattanooga, Hamilton County, Tennessee (Site). This Site is comprised of residential properties which are located between Read Avenue, Mitchell Avenue and Carr Avenue. The EPA has spent, or is considering spending, public funds to investigate and control releases of hazardous substances or potential releases of hazardous substances at the Site.

Explanation of Potential Liability

Potentially Responsible Parties (PRPs) under CERCLA include current and former owners and operators of a site, as well as persons who arranged for disposal or treatment of hazardous

substances sent to the site or persons who accepted hazardous substances for transport to a site. Under CERCLA, PRPs may be obligated to implement response actions to protect human health, welfare or the environment. PRPs may also be liable for the costs incurred by the United States in responding to any release or threatened release at a site. In addition, PRPs may be required to pay for damages for injury to natural resources or for their destruction or loss, together with the cost of assessing such damages. Where the site conditions present an imminent and substantial endangerment to human health, welfare or the environment, the EPA may also issue an administrative order under CERCLA to require PRPs to commence cleanup activities.

Based on the information collected, the EPA believes that the Company, as the successor to US Pipe, may be liable under Section 107(a) of CERCLA with respect to the Site, as a generator or arranger of hazardous waste taken to the Site or as a transporter of hazardous waste taken to the Site. The EPA believes that the Company was one of several foundry operations in the area during the last 50 years. Foundry sand and/or baghouse dust was produced or managed at the Company and may have contributed to Site contamination in the area.

The Site came to the attention of the Tennessee Department of Environmental Control (TDEC) and the EPA because a resident of Read Avenue was found to have high levels of lead in his body. The Read Avenue resident suggested he may have ingested the lead from vegetables harvested from his garden at his residence on Read Avenue. Based on this information, the hospitalized man's garden/yard was sampled and found to contain lead at the level of 2,000 parts per million (ppm). The EPA's actionable level for lead removal is 400 ppm, thus the man's garden/yard was five times the actionable removal level for the contaminant lead.

To date, the EPA has taken response actions at the Site under the authority of CERCLA. The EPA has conducted lead assessments at 81 properties along Read, Mitchell and Carr Avenues south of Main Street in Chattanooga. Of the 81 properties assessed (162 front and back lawns), 68 properties have elevated lead levels exceeding EPA's removal action level of 400 ppm. The EPA is planning to conduct additional lead assessments on approximately eight residential properties.

Site Response Activities

At present, the EPA is planning to prepare a Work Plan to conduct the following activities on at least 68, and at as many as 76, residential properties at the Site, which will include the following activities:

- a.) characterizing the extent of contamination via X-ray fluorescence spectroscopy (xrf) and identifying those areas with concentrations of lead exceeding 400 ppm at an additional eight residential properties;
- b.) removing grass, shrubs, and/or trees in known areas of contamination;
- c.) excavating contaminated surficial soil in the area until subsurface soil concentration levels are shown to be below 400 ppm lead via xrf (field confirmatory sampling), typically done in 4-6 inch layer increments;

- d.) placing notification barrier and post removal site controls, as needed, on properties where lead contamination remains in excess of 400 ppm;
- e.) replacing excavated soil areas with clean topsoil;
- f.) procuring laboratory analysis for 10 % of confirmation samples; and
- g.) restoring the areas disturbed by the sampling and excavation (shrubs, trees, fences, stone walkways) to the pre-sampling and excavation state, to the maximum extent practicable.

Invitation to Conduct Removal/PRP Response

The Company is encouraged to contact the EPA if it is interested in participating in negotiations to perform and/or finance the above-described removal action at the Site. If the Company chooses to enter into negotiations with the EPA regarding its performance of the above-described removal action, please respond in writing by providing a statement of the Company's willingness and financial ability to conduct the removal action and reimburse the EPA for costs already expended and costs that the EPA will incur in overseeing the performance of the removal action. The response is due within ten (10) calendar days of the Company's receipt of this letter. The EPA will then send the Company a draft Settlement Agreement in order to initiate a period of formal negotiations.

If a response to participate in negotiations is not received by the EPA within ten (10) calendar days, the EPA will assume that the Company has decided not to conduct the removal action and reimburse the Superfund for the Site expenditures. Please be aware however, that the Company will remain potentially liable for the EPA's costs incurred in undertaking activities pursuant to CERCLA and the National Contingency Plan (NCP) at this Site. The EPA may then take appropriate action at the Site, which may include: (1) conducting the removal action and pursuing a cost recovery claim under Section 107 of CERCLA against the Company or (2) issuing a Unilateral Administrative Order (UAO) to the Company under Section 106(a) of CERCLA, 42 U.S.C. § 9606, requiring the Company to perform the work. Note that if the recipients of a UAO refuse to comply, the EPA may pursue civil litigation against the recipients to require compliance.

Decision Not to Use Special Notice

Under CERCLA Section 122(e), the EPA has the discretionary authority to invoke special notice procedures to formally negotiate the terms of an agreement between the EPA and the PRPs to conduct or finance response activities. Use of these special notice procedures triggers a moratorium on certain EPA activities at the Site while formal negotiations between the EPA and the PRP or PRPs are conducted. In this case, the EPA has decided not to invoke the Section 122(e) special notice procedures. The EPA's rationale for not invoking Section 122(e) special notice procedures is based on the Agency's policy regarding time-critical removals. Nonetheless, the EPA is willing to discuss settlement opportunities without invoking a moratorium, but will issue an order or initiate the response action as planned if such discussions do not lead to settlement expeditiously.

PRP Response and Contact

The EPA would like to encourage communication between your Company, other PRPs, and the EPA regarding the Site. To assist you in your efforts to communicate, listed below is the name and address of a PRP to whom this letter is also being sent:

Wheland Foundry, LLC
2800 South Broad Street
Chattanooga, Tennessee 37408

Information Request

Pursuant to the authority of Section 104 of CERCLA, 42 U.S.C. § 9604, as amended, and Section 3007 of the Resource Conservation and Recovery Act (RCRA), 42 U.S.C. § 6927, the Company is hereby requested to respond to the Information Request set forth in Enclosure A, attached hereto.

While the EPA seeks the Company's cooperation in this investigation, compliance with the Information Request is required by law. Failure to respond fully and truthfully to the Information Request within 30 days of receipt of this letter, or to adequately justify such failure to respond, can result in enforcement action by the EPA pursuant to Section 104(e) of CERCLA, as amended. This statute, as modified by the Debt Collection Improvement Act of 1996 and 40 C.F.R. Part 19, permits the EPA to seek the imposition of penalties of up to thirty-seven thousand five hundred dollars (\$37,500) for each day of continued non-compliance. Please be further advised that provision of false, fictitious, or fraudulent statements or representations to the Information Request may subject you to criminal penalties under 18 U.S.C. § 1001 or Section 3008(d) of RCRA, 42 U.S.C. § 6928(d).

This Information Request is not subject to the approval requirements of the Paperwork Reduction Act of 1980, 44 U.S.C. § 3501, et. seq.

Insurance Coverage

Some or all of the costs associated with the proposed settlement may be covered by current or past insurance policies issued to the Company. Most insurance policies require that the insured timely notify the insurance carrier(s) of any claim against it. To evaluate whether the Company should notify its insurance carrier(s) of this demand, you may wish to review current and past policies, beginning with the date of the Company's first contact with the Site, up to the present. Coverage depends on many factors, including the language of the particular policy and state law.

Information to Assist You

The EPA will establish an Administrative Record that contains documents that serve as the basis for the EPA's selection of a cleanup action for the Site. The Administrative Record will be made available at a location near the Site. The Administrative Record will also be available for inspection at the Superfund Records Center, EPA Region 4, Atlanta Federal Center, 61 Forsyth St. SW. Atlanta, GA.

Your response to this General Notice letter and to the Information Request should be mailed to:

Teresa Mann
Senior Counsel
Office of Environmental Accountability
U.S. Environmental Protection Agency
61 Forsyth Street, SW
Atlanta, Georgia 30303-8960
Attorney email: mann.teresa@epa.gov

Resources and Information for Small Businesses

As the Company may be aware, on January 11, 2002, President Bush signed into law the Superfund Small Business Liability Relief and Brownfields Revitalization Act. This Act contains several exemptions and defenses to CERCLA liability, which we suggest that all parties evaluate. The Company may obtain a copy of the law via the Internet at <http://www.epa.gov/swerosps/bf/sblbra.htm> and review the EPA guidance regarding these exemptions at <http://www.epa.gov/brownfields/uai/index.htm>.

The EPA has created a number of helpful resources for small businesses. The EPA has established the National Compliance Assistance Clearinghouse as well as Compliance Assistance Centers which offer various forms of resources to small businesses. The Company may inquire about these resources at www.epa.gov. In addition, the EPA Small Business Ombudsman may be contacted at www.epa.gov/sbo. Finally, the EPA developed a fact sheet about the Small Business Regulatory Enforcement Fairness Act which is enclosed with this letter.

Conclusion

Due to the seriousness of the problem at the Site and the legal ramifications of failure to respond properly, the EPA strongly encourages the Company to give these matters its immediate attention and consider consulting with an attorney. If you have any legal questions regarding this letter, please contact attorney Teresa Mann at telephone number 404-562-9572. For technical questions, please contact On Scene Coordinator (OSC) Perry Gaughan at telephone number 404-562-8817. For all other questions, please contact the Enforcement Project Manager, Leonardo Ceron, at telephone number 404-562-9129, or via email at ceron.leonardo@epa.gov.

The factual and legal discussions contained in this letter are intended solely for notification and information purposes. They are not intended to be and cannot be relied upon as the EPA's final position on any matter set forth herein. Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Shane Hitchcock". The signature is stylized with a large, sweeping initial "S" and a long, horizontal flourish extending to the right.

Shane Hitchcock Chief
Emergency Response & Removal Branch
Superfund Division
Region 4
U.S. Environmental Protection Agency

Enclosure

ENCLOSURE A
SOUTHSIDE CHATTANOOGA LEAD SUPERFUND SITE
FIRST INFORMATION REQUEST

Definitions

The following definitions shall apply to the following words as they appear in this Enclosure A:

1. The term "you" or "Respondent" shall mean USP Holdings, Inc., the addressee of this Request, the addressee's officers, managers, employees, contractors, trustees, partners, successors, assigns, and agents.
 2. The term "person" shall have the same definition as in Section 101(21) of CERCLA: an individual, firm, corporation, association, partnership, consortium, joint venture, commercial entity, United States Government, State, municipality, commission, political subdivision of a State, or any interstate body.
 3. The terms the "Site" shall mean and include the property on or about Read Avenue, Mitchell Avenue and Carr Avenue in Chattanooga, Tennessee where contamination has come to be located and is also known as the Southside Chattanooga Lead Superfund Site
 4. The term "hazardous substance" shall have the same definition as that contained in Section 101(14) of CERCLA and includes any mixtures of such pollutants and contaminants with any other substances. Petroleum products mixed with pollutants and contaminants are also included in this definition.
 5. The term "hazardous waste" shall have the same definition as that contained in Section 1004(5) of RCRA.
 6. The term "solid waste" shall have the same definition as that contained in Section 1004(27) of RCRA.
 7. The term "materials" shall mean all substances that have been generated, treated, stored, or disposed of or otherwise handled at or transported to the Site, including but not limited to, all hazardous substances, pollutants and contaminants, hazardous wastes and solid wastes, as defined above.
 8. The term "hazardous material" shall mean all hazardous substances, pollutants or contaminants, and hazardous wastes, as defined above.
 9. The term "non-hazardous material" shall mean all material as defined above, excluding hazardous substances, pollutants and contaminants, and hazardous waste.
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10. The term "identify" means, with respect to a natural person, to set forth the person's name, present or last known business address and business telephone number, present or last known home address and home telephone number, and present or last known job title, position or business.

11. The term "identify" means, with respect to a corporation, partnership, business trust or other association or business entity (including a sole proprietorship), to set forth its full name, address, legal form (e.g., corporation, partnership, etc.), organization, if any, and a brief description of its business.

12. The term "identify" means, with respect to a document, to provide its customary business description, its date, its number, if any (invoice or purchase order number), the identity of the author, addressor, addressee and/or recipient, and the substance or the subject matter.

13. The term "release" has the same definition as that contained in Section 101(22) of CERCLA, 42 U.S.C. Section 9601(22), and includes any spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping, or disposing into the environment, including the abandonment or discharging of barrels, containers, and other closed receptacles containing any hazardous substance or pollutant or contaminant.

14. The terms "document" and "documents" shall mean any object that records, stores, or presents information, and includes writings of any kind, formal or informal, whether or not wholly or partially in handwriting, including by way of illustration and not by way of limitation, any invoice, manifest, bill of lading, receipt, endorsement, check, bank draft, canceled check, deposit slip, withdrawal slip, order, correspondence, record book, minutes, memorandum of telephone and other conversations including meetings, agreement and the like, diary, calendar, desk pad, scrapbook, notebook, bulletin, circular, form, pamphlet, statement, journal, postcard, letter, telegram, telex, report, notice, message, analysis, comparison, graph, chart, interoffice or intraoffice communications, photostat or other copy of any documents, microfilm or other film record, any photograph, sound recording on any type of device, any punch card, disc or disc pack; any tape or other type of memory generally associated with computers and data processing (together with the programming instructions and other written material necessary to use such punch card, disc, or disc pack, tape or other type of memory and together with printouts of such punch card, disc, or disc pack, tape or other type of memory); and (a) every copy of each document which is not an exact duplicate of a document which is produced, (b) every copy which has any writing, figure or notation, annotation or the like on it, (c) drafts, (d) attachments to or enclosures with any document, and (e) every document referred to in any other document.

15. The terms "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of this Information Request any information which might otherwise be construed to be outside its scope.

16. The term "arrangement" means every separate contract or other agreement between two or more persons.

17. The terms "transaction" or "transact" mean any sale, transfer, giving, delivery, change in ownership, or change in possession.

18. Words in the masculine shall be construed in the feminine, and vice versa, and words in the singular shall be construed in the plural, and vice versa, where appropriate in the context of a particular question or questions.

19. All terms not defined herein shall have their ordinary meaning, unless such terms are defined in CERCLA, RCRA, 40 C.F.R. Part 300, or 40 C.F.R. Parts 260-280, in which case the statutory or regulatory definitions shall apply.

20. The term "property interest" means any interest in property including but not limited to, any ownership interest, including an easement, any interest in the rental of property, any interest in a corporation that owns or rents or owned or rented property, and any interest as either the trustee or beneficiary of a trust that owns or rents, or owned or rented property.

Instructions

1. Please provide a separate narrative response to each and every Question and subpart of a Question set forth in this Information Request.

2. Precede each answer with the number of the Question to which it corresponds.

3. If information or documents not known or not available to you as of the date of submission of a response to this Information Request should later become known or available to you, you must supplement your response to the EPA. Moreover, should you find, at any time after the submission of your response that any portion of the submitted information is false or misrepresents the truth, you must notify the EPA of this fact as soon as possible and provide the EPA with a corrected response.

4. For each document produced in response to this Information Request indicate on the document, or in some other reasonable manner, the number of the Question to which it responds.

5. The information requested herein must be provided even though the Respondent may contend that it includes possibly confidential information or trade secrets. You may, if you desire, assert a confidentiality claim covering part or all of the information requested, pursuant to Sections 104(e)(7)(E) and (F) of CERCLA, 42 U.S.C. Sections 9604(e)(7)(E) and (F), Section 3007(b) of RCRA, 42 U.S.C. Section 6927(b), and 40 C.F.R. Section 2.203(b), by attaching to such information at the time it is submitted, a cover sheet, stamped or typed legend, or other suitable form of notice employing language such as "trade secret," or "proprietary," or "company confidential." Information covered by such a claim will be disclosed by the EPA only to the extent, and only by means, of the procedures set forth in statutes and regulation set forth above. If no such claim accompanies the information when it is received by the EPA, it may be made available to the public by the EPA without further notice to you. You should read the above cited

regulations carefully before asserting a business confidentiality claim, since certain categories of information are not properly the subject of such a claim.

Questions

1. Identify the person(s) responding to these questions on behalf of the Respondent.
2. For every question contained herein, identify all persons consulted in the preparation of responses.
3. For every question contained herein, identify all documents consulted, examined, or referred to in the preparation of the response that contain information responsive to the question, and provide true and accurate copies of all such documents.
4. Provide the name, title, address, and telephone number of the individual to whom any future correspondence regarding this matter should be directed.
5. For each property within the City of Chattanooga, Tennessee presently or previously owned and/or operated by the Respondent, or previously owned and/or operated by any of the Respondent's predecessors in interest, identify the location and provide all information regarding:
 - a. Dates of ownership, lease, and/or operation;
 - b. Manufacturing processes;
 - c. Production volumes;
 - d. Use, storage, and disposal of foundry brick, sand, and/or baghouse dust;
 - e. Description of the manner in which foundry sand and/or baghouse dust was disposed;
 - f. Giving foundry sand and/or baghouse dust to any entity (public or private) including, but not limited to, industrial/commercial manufacturing plants, municipal properties, or private residences, provide all information and records of any such transactions;
 - g. Testing of foundry sand and/or baghouse dust for contaminants prior to its disposal and provide records of the test findings;
 - h. Contacts, contracts or other types of arrangements with any business/individual to dispose of foundry sand and/or baghouse dust;
 - i. All persons employed by the Respondent or its predecessors whose job description included responsibility for procurement, use, and/or disposal of foundry brick, foundry sand, and/or baghouse dust;
 - j. Whether the Respondent made foundry sand and/or baghouse dust available for pickup by the public or other companies for fill material or any other purpose;
 - k. Whether the Respondent delivered foundry sand and/or baghouse dust to specific neighborhoods, vacant lots, companies or individuals for fill and for any other purpose; and
 - l. Whether the Respondent participated in any municipal projects, programs, or initiatives involving providing foundry sand and/or baghouse dust for any use

6. For each property identified in response to Question 5, identify all federal, state, and local authorities that regulated the operations dealing with health and safety and environmental concerns for that facility or property.
7. For each property identified in response to Question 5, provide a list of all local, state, and federal environmental permits ever granted to the Respondent or its predecessors (e.g. RCRA permits, NPDES permits, Air permits, etc.).
8. For each property identified in response to Question 5, provide a list of all citations of violations issued to that facility or property by any local, state, and federal environmental organization.
9. Provide all documents relate to the Respondent's acquisition, purchase and/or merger with U.S. Pipe.
10. Identify any persons with information about the Respondent's foundry sand and/or baghouse dust disposal practices/policies at the facilities identified in Question 5.
11. If you have reason to believe that there may be persons able to provide a more detailed or complete response to any Question contained herein or who may be able to provide additional responsive documents, identify such persons and the additional information or documents that they may have.